

**GABY INC.**  
(the “Company”)

**Human Resources and Compensation Committee Charter**

1. Overall Role and Responsibility
  - 1.1. The Human Resources and Compensation Committee (the “Committee”) shall assist the Board of Directors in its oversight role with respect to:
    - a) the Company’s human resources strategy, policies and programs;
    - b) all matters relating to the appropriate utilization of human resources within the Company, with special focus on management succession, development and compensation; and
    - c) performance evaluations, compensation recommendations and succession for members of the Company’s senior officers, including the Chair of the Board and Chief Executive Officer (the “Executive Officers”).
2. Membership
  - 2.1. The Committee shall consist of three or more Directors, appointed by the Board of Directors on the recommendation of the Governance and Nominating Committee.
  - 2.2. The Board of Directors shall designate one member of the Committee as the Committee Chair.
  - 2.3. Members of the Committee shall serve at the pleasure of the Board of Directors for such term or terms as the Board of Directors may determine.
3. Structure, Operations and Assessment
  - 3.1. The Committee shall meet three times a year or more frequently as the Committee may determine. The Committee shall report to the Board of Directors on its activities after each of its meetings.
  - 3.2. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution.
  - 3.3. The Committee may create one or more subcommittees and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees.
  - 3.4. The Committee shall on an annual basis:
    - a) review and assess the adequacy of this Charter and, where necessary, recommend changes to the Board of Directors for its approval;

- b) undertake a performance evaluation of the Committee comparing the performance of the Committee with the requirements of this Charter; and
  - c) report the results of the performance evaluation to the Board of Directors.
- 3.5. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board of Directors may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make this report.

#### 4. Specific Duties

##### 4.1. Succession Planning and Evaluation

- a)
  - i) Review, approve and recommend to the Board of Directors for approval at least annually the corporate goals and objectives relevant to the compensation of the Executive Officers;
  - ii) Evaluate the performance of the Executive Officers in light of those goals and objectives, report the results of such evaluation to the Board of Directors; and
  - iii) Review, approve and recommend for approval by the Board the Executive Officers' compensation level based on this evaluation.
- b) As part of the annual review of the Executive Officers, satisfy itself, to the extent feasible, as to the integrity of the Executive Officers and the contribution of the Executive Officers in creating a culture of integrity throughout the organization, and report those determinations to the Board of Directors.
- c) Review annually the succession plan for the Executive Officers and recommend to the Board of Directors, as necessary, the appointment of the Executive Officers.
- d) Annually recommend to the Board of Directors the appointment of the Chair of the Board and Chief Executive Officer.

##### 4.2. Corporate Officers

- a) Review as necessary recommendations of the following corporate officer appointments – the Chair of the Board and Chief Executive Officer, the Chief Financial Officer, the President and Chief Operating Officer, and any other person recommended to be appointed a Corporate Officer by the Board.

##### 4.3. Remuneration

- a) Annual review of the Company's remuneration and compensation policies, including short and long-term incentive compensation plans, equity-based plans, bonus plans, pension plans, executive stock option plans and grants and benefit plans. Make recommendations to the Board of Directors.

#### 4.4. Pension Plan Governance

- a) Responsible for the oversight of the pension plans and arrangements which responsibility has been delegated by the Board of Directors.

#### 4.5. Proxy Circular

- a) Review, and recommend to the Board of Directors for approval, the executive compensation sections disclosed in the Proxy Circular.

### 5. Other

- 5.1. Address any other subject within the broad responsibility of the Committee as the Chair or the Committee may determine.
- 5.2. Consider requests by members of the Board of Directors to engage outside advisors, at the Company's expense, with respect to matters before the Board of Directors or any committee.
- 5.3. Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board of Directors.

### 6. External Advisors

- 6.1. The Committee shall have the authority to retain such independent advisors as it may deem necessary or advisable for its purposes and to set the terms of the retainer. The Committee is directly responsible for the appointment, the determination of, compensation and oversight of each advisor it retains. The expenses related to any such engagement shall be funded by the Company.
- 6.2. Approve, in advance, any proposed retainer by management of any independent advisor previously retained by the Committee.
- 6.3. The Committee shall establish procedures to consider the independence of any advisor that it intends to retain prior to obtaining advice from such advisor.

### 7. Accountability

- 7.1. The Committee shall report to the Board on the matters considered at its meetings at the next scheduled Board meeting.